

Alameda Reuse and Redevelopment Authority

Memorandum

To: Honorable Chair and
Members of the Alameda Reuse and Redevelopment Authority

From: Lisa Goldman
Acting Executive Director

Date: May 17, 2011

Re: Approve Letter of Understanding with Mission Bay Development Group/Edgemoor Real Estate Services as the Preferred Developer for the Lawrence Berkeley National Laboratory Second Campus at Alameda Point Selection Process

BACKGROUND

The Lawrence Berkeley National Laboratory (LBNL) has issued a Request for Qualifications (LBNL RFQ) to property owners for a second campus to consolidate current programs that are located in leased space throughout the East Bay, and to prepare for long-term growth (Second Campus). The Second Campus will consolidate approximately 480,000 square feet of laboratory and office space in the first phase of development (Phase 1). The Second Campus must also have the development capacity for approximately two million gross square feet of total research and development facilities to meet LBNL's long-term needs during the next 30 to 50 years.

The Alameda Reuse and Redevelopment Authority (ARRA) submitted a response to the LBNL RFQ on March 4, 2011 for a 45-acre site at Alameda Point (Exhibit 1) that meets all of the stated space and locational criteria contained in the LBNL RFQ. On May 9, 2011, the ARRA was notified that Alameda Point is one of six short-listed sites for the Second Campus, along with other sites in the Cities of Albany, Berkeley, Emeryville, Oakland, and Richmond.

The LBNL RFQ for a Second Campus anticipated that short-listed respondents would engage an entity with appropriate development experience to participate in the final selection process, and if selected, in detailed development negotiations regarding the design and construction of infrastructure and building facilities required for the Second Campus. The ARRA issued an RFQ for Developers (Developer RFQ) for the Second Campus on February 3, 2011 in the event that Alameda Point was short-listed (Exhibit 2).

DISCUSSION

The ARRA received seven Statements of Qualifications in response to the Developer RFQ, with teams led by:

- The Boyer Company (Salt Lake City, UT);
- DMB Pacific LLC (Irvine, CA);
- Keating Project Development, LLC (Philadelphia, PA);
- Lankford & Associates, Inc./Phelps Development, LLC (San Diego, CA);
- Mission Bay Development Group/Edgemoor Real Estate Services (San Francisco, CA);
- NAE Global (San Francisco, CA); and
- SRM Associates/BioMed Realty Trust, Inc. (Alameda, CA).

These responses are on file with the City Clerk's Office (Exhibit 3). An interdepartmental team of staff comprised of representatives from Public Works, Community Development, Economic Development, Alameda Municipal Power, and the City Manager's Office internally reviewed the responses and decided to interview all seven teams. Additionally, staff retained a third-party financial consultant to review the financial qualifications of each team and provide an independent assessment of their qualifications.

The responses were ranked with four teams in a top tier and three teams in a bottom tier based on staff and consultant review. Prior to the interviews, the respondents were informed whether they were among the top tier or the bottom tier, leading two of the three bottom-tier teams to decide to withdraw and not participate in the interviews. The five remaining teams (Keating, Lankford, Mission Bay Development Group, NAE Global, and SRM Associates) were interviewed by a panel of staff and three community members, consisting of representatives from the Alameda Point Collaborative, Planning Board and Chamber of Commerce. The panel narrowed the selection to three top teams:

- **Lankford & Associates/Phelps Development (Lankford/Phelps Team).** Lankford has extensive experience with public-private development projects, including the University of California (UC) Office of the President in downtown Oakland, as well as research facilities for the Sanford Consortium for Regenerative Medicine (which includes UC San Diego), and the Scripps Research Institute Department of Molecular and Experimental Medicine in San Diego, as well as the mixed-use Lane Field project with the Port of San Diego. Phelps' experience includes the Sanford Consortium for Regenerative Medicine in partnership with Lankford, Yolo County Health and Mental Services Facility, Orthopaedic Hospital Medical Magnet High School for Los Angeles Unified School District, Hotel Indigo in San Diego, and the Hilton San Diego Bayfront projects, among others.

- **Mission Bay Development Group/Edgemoor Real Estate Services (MBDG/Edgemoor Team).** MBDG is a full service development company that currently oversees the 303-acre Mission Bay mixed-use brownfield redevelopment project in San Francisco on a former railyard, including a 2.65 million square foot UCSF Research Campus, and specializes in master backbone infrastructure development. Key members of MBDG, former employees of Farallon Capital Management and Catellus Development Corporation, also participated directly in the master development of Bayport in Alameda. Edgemoor, a member of Clark Companies, specializes in public/private partnerships with a wide range of real estate and construction expertise. Their relevant project experience includes the UCSF Mission Bay Neuroscience Building in San Francisco, the Long and Nguyen Engineering Building at George Mason University and Route 28 transportation infrastructure projects with the Virginia Department of Transportation.
- **SRM Associates/BioMed Realty Trust, Inc. (SRM/BMR Team).** SRM is a local development company responsible for 2.25 million square feet of office, lab, and light industrial development in Alameda, including Marina Village, the telecommunications lab and manufacturing campus of Ascent Communications and the acquisition, repositioning and development of 100 acres of waterfront land at Harbor Bay Business Park, among other commercial development throughout the Bay Area. BMR is a fully integrated, self-administered and self-managed real estate investment trust (REIT) that develops, acquires, owns and operates office, laboratory and manufacturing space for tenants in the life science and research industries. BMR currently owns or has interests in 85 properties, which comprise 147 buildings with approximately 12.2 million rentable square feet.

As described in detail in their responses, all three teams have assembled highly qualified consultant teams to support the planning, entitlement, design and construction of the LBNL Second Campus.

Based on its internal review and selection process, staff has decided to recommend the MBDG/Edgemoor Team as the preferred developer for the Second Campus at Alameda Point. As previously discussed with the ARRA, staff shared its recommendation regarding the preferred developer with LBNL/UC staff upon notification of being short-listed. LBNL/UC staff has concurred with this selection. While all three firms are highly qualified for the Second Campus, the MBDG/Edgemoor Team is recommended as the preferred developer for the following reasons:

- **Previous Experience with UC Research Campus.** The key representatives of MBDG have directly relevant experience working on the Mission Bay redevelopment project installing infrastructure and assembling improved land for the UCSF research campus on a waterfront brownfields site comparable in scale and complexity to the Alameda Point property. The Edgemoor and Clark

companies are currently working on the design-build construction of the UCSF Mission Bay Neuroscience Building, a 237,000-square-foot clinical, research lab, office, and retail project, similar in size and scope to the proposed Phase 1 of the Second Campus. While the Lankford/Phelps Team also has relevant experience working with UC, including research facilities, the SRM/BMR Team does not have experience with UC or other State and federal solicitation processes, despite their extensive experience on build-to-suit projects and commercial campus development.

- **Proven Public/Private Partnership Experience.** Both MBDG and Edgemoor have a successful track record working with local, state and higher education partners on major infrastructure and build-to-suit building projects and are familiar with numerous public financing and delivery mechanisms. The MBDG/Edgemoor Team has formed successful partnerships with the Community Improvement Commission of the City of Alameda, San Francisco Redevelopment Agency, University of California, State of California Administrative Office of the Courts, George Mason University and Virginia Department of Transportation.
- **Dual Approach to Campus Development.** The MBDG/Edgemoor Team was the only developer entity that proposed a dual track approach to the Second Campus opportunity: (1) master infrastructure track and (2) LBNL building and campus track. The MBDG/Edgemoor Team have assigned a MBDG project manager to manage the master infrastructure component of the project and an Edgemoor project manager to manage the LBNL building and campus component of the project, which builds on the strengths of the individual developer entities. This approach allows the MBDG/Edgemoor Team to work efficiently on parallel tracks to meet the aggressive Phase 1 delivery schedule proposed by LBNL.
- **Successful Local Experience.** The key representatives of the MBDG also worked on the successful Bayport project on former Navy property in the City of Alameda. As a result, they are familiar with the City's local regulatory environment, community priorities, and potential geotechnical and environmental conditions. While the SRM/BMR Team has significant successful local experience in Alameda and throughout the Bay Area and demonstrates in depth local knowledge of the Alameda community and the City's local soil conditions, the Lankford/Phelps Team is based in San Diego and therefore has more limited experience in the Bay Area and none in Alameda.

The references for both MBDG and Edgemoor for their relevant Mission Bay and other public partnership projects were all very positive.

Staff recommends approving a Letter of Understanding between the ARRA and the MBDG/Edgemoor Team (Exhibit 4) to address the following:

- The ARRA's and MBDG/Edgemoor Team's commitment to collaborate exclusively with each other to attract the LBNL Second Campus through November 2011;
- The agreement by both parties that each party shall bear its own costs in the collaborative process and that MBDG/Edgemoor will not seek reimbursement of their costs regardless of whether Alameda Point is selected for the LBNL Second Campus; and
- The acknowledgment by both parties that this collaboration is not a commitment by the ARRA to entitle or dispose of property at Alameda Point.

If Alameda Point is selected as the preferred site by LBNL, there will most likely be a need to enter into a negotiation agreement with MBDG/Edgemoor, LBNL and/or UC.

FINANCIAL IMPACT

There is no financial impact to the ARRA in selecting the preferred developer for the Second Campus at Alameda Point. It is expected, however, that staff will be expending significant time and effort working on the short-list negotiations with LBNL and the ARRA's preferred developer. Staff also anticipates that most, if not all, of the cost of engaging in the short-list negotiations will be borne by MBDG/Edgemoor and/or their consultant team (excluding ARRA staff time).

MUNICIPAL CODE/POLICY DOCUMENT CROSS REFERENCE

1. The Naval Air Station Alameda Community Reuse Plan (1996) calls for the creation of a mixed-use, sustainable development at Alameda Point, including an emphasis on significant job creation.
2. The Alameda Point General Plan Amendment (2003) encourages a mixed-use development, which includes over two million square feet of commercial development.
3. The City's Economic Development Strategic Plan (2000 and 2006) Strategy #1 is the creation of industrial and office jobs.

RECOMMENDATION

Approve Letter of Understanding with Mission Bay Development Group/Edgemoor Real Estate Services as the preferred developer for the Lawrence Berkeley National Laboratory Second Campus at Alameda Point selection process.

Respectfully submitted,



Jennifer Ott
Deputy City Manager

Exhibits:

1. Proposed Site for Second Campus at Alameda Point
2. Request for Qualifications for Developers for LBNL Second Campus at Alameda Point
3. Responses to ARRA RFQ for Developers for the LBNL Second Campus at Alameda Point—on file in the City Clerk's Office
4. Letter of Understanding between ARRA and MBDG/Edgemoor



Proposed Site



0 200 400 600 800

26 JANUARY 2011

LBNL Second Campus

Alameda Point | City of Alameda, CA

Alameda Reuse and Redevelopment Authority

**Request for Qualifications for Developers
for Lawrence Berkeley National Lab (LBNL)
Second Campus at Alameda Point**



Request for Qualifications for Developers for Lawrence Berkeley National Lab (LBNL) Second Campus at Alameda Point

I. Executive Summary

The Alameda Reuse and Redevelopment Authority (ARRA) seeks to select a qualified developer to form a public/private partnership in the event that Alameda Point, a portion of the decommissioned Naval Air Station Alameda (NAS Alameda), is short-listed as a potential site for the Lawrence Berkeley National Lab (LBNL) Second Campus.

The Second Campus will be home to a state-of-the-art research and development facility for LBNL, including an initial phase of 480,000 square feet and subsequent phases of up to 2 million square feet at buildout.

The qualified developer will be selected by the ARRA based on the developer's project understanding and approach; relevant experience and track record; financial resources; innovative approaches to financing and public partnerships; management team and structure; and proposed consultant team.

II. Background

The City of Alameda is an island community with a population of approximately 75,000 people located in the heart of the Bay Area.

The western portion of the City is comprised of the former NAS Alameda, which was decommissioned in 1997. The 915-acre portion of NAS Alameda controlled by the ARRA for future disposition and development is referred to as Alameda Point and represents one of the most unique infill waterfront development opportunities in the Bay Area.

The ARRA is currently undertaking a master planning effort to create a vision and project description for a vibrant mixed-use waterfront community at Alameda Point. The project description is expected to be complete by July 2011. Once a vision for Alameda Point has been developed, the ARRA will commence its environmental review and entitlement process

for redevelopment of Alameda Point, aiming for approval by July 2013. Information about this current planning process and previous planning efforts at Alameda Point can be found at www.alamedapoint-goingforward.com.

If successful in attracting the LBNL Second Campus to Alameda Point, the entitlement and development effort for the Second Campus will be coordinated closely with the ARRA's master planning process.

III. Development Opportunity

LBNL issued an RFQ for a Second Campus on January 3, 2011 (Exhibit 1). The ARRA is currently in the process of preparing a response to the RFQ for an approximate 50-acre site at Alameda Point for submittal by the deadline of March 4, 2011. The RFQ does not require a development team to be in place at the time the initial response is due. However, LBNL anticipates creating a short-list of sites by April 2011, at which time the respondents are expected to have engaged an entity with the appropriate development experience.

Based on developer responses to the ARRA RFQ and developer interviews, staff expects to recommend approval of a preferred developer to the ARRA at its March 15, 2011 meeting in order to meet LBNL's April deadline.

The ARRA's proposed site at Alameda Point falls within the 25-minute distance requirement from LBNL's existing campus, meets all of the other requirements set forth in the LBNL RFQ, and is highly competitive for attracting the Second Campus due to its unique waterfront location in a safe community with a track record of supporting job-generating development (Exhibit 2). Additionally, the Alameda Point site requires minimal to no environmental remediation, is strategically located within minutes of a ferry terminal, bus routes, interstate freeways, and the Oakland International Airport, and is within close proximity of numerous recreational, retail, hotel, and restaurant

Request for Qualifications for Developers for Lawrence Berkeley National Lab (LBNL) Second Campus at Alameda Point

amenities. Furthermore, LBNL can be an important and integral partner with the ARRA in shaping the vision and plan for the new community that will grow up around them.

Pursuant to its Lease in Furtherance of Conveyance with the United States Navy (Navy), the ARRA has decided to offer the site to LBNL at no-cost through a long-term ground lease with an option to purchase upon conveyance of the property to the ARRA from the Navy.

The ARRA's proposed Alameda Point site for LBNL is not within a historic district, 100-year flood zone, an area subject to the Public Trust, or an endangered species buffer zone.

IV. Role of Developer

The selected developer will become the ARRA's private development partner and maintain primary responsibility for the following aspects of development of the Second Campus project:

1. Establishing a fair, effective, and collaborative partnership with the ARRA, the landlord and eventual landowner.
2. Pursuing and securing entitlements, including master site planning, environmental review, design review, coordination with the larger Alameda Point master planning effort, and negotiation of relevant development agreements with LBNL, in concert with the ARRA and City.
3. Design and phasing of infrastructure, landscape and buildings.
4. Construction of infrastructure, landscape, and facilities.
5. Potential private financing of predevelopment and development process.

V. Content of Statement of Qualifications

The ARRA welcomes a response to this RFQ in a format that the developer believes best expresses the qualifications of the development team. It is requested, however, that the statement of qualifications (SOQ) submitted clearly include the elements described in this section.

1. Executive Summary. Brief synopsis of the development team's approach to development, public/private partnerships, key qualifications, and relevant experience.
2. Project Understanding and Approach. Discussion of the developer's (a) understanding of the City of Alameda, Alameda Point, the proposed LBNL RFQ, and proposed Alameda Point site, and (b) approach to meeting LBNL's requirements and the ARRA's goals and objectives expressed in this RFQ.
3. Description of Project Team. Description of the developer's structure, designated project manager, and project management team, including of the role of each team member. Please also include resumes and references for each member of the project management team.
4. Description of Consultant Team. Summary of the developer's selected team of consultants to meet the development needs requested by LBNL, including master planning, engineering (i.e., civil, transportation, structural, geotechnical), and building and landscape architecture consultants. Please also provide resumes and references for key consultant staff members.
5. Previous Experience. Description of the specific project experience of the entity, key individual team members, and consultants in entitlements; infrastructure development and phasing; build-to-suit commercial development; specialized research and

**Request for Qualifications for Developers
for Lawrence Berkeley National Lab (LBNL) Second Campus at Alameda Point**

development facilities; large-scale multi-year, infill and brownfield redevelopment; federal and/or State solicitations. Please also include references for at least five of the previous projects referenced in this section.

6. Financial Qualifications. Provision of clear evidence of financial resources to assist in the entitlement and development of the LBNL Second Campus at Alameda Point, as indicated by financial statements, a description of relationships with investors and lending institutions, and past project performance. Please provide specific information on typical sources of predevelopment funds, construction financing, long-term financing, and other working capital.
7. Proposed Relationship and Roles between ARRA, Developer, and LBNL. A proposal for the envisioned management, legal, and financial relationships and roles between the ARRA, developer, and LBNL during each of the four stages of the proposed LBNL selection and development process, as indicated in the LBNL RFQ:
 - i. Site Selection -- Detailed Negotiations
 - ii. Preliminary Development Agreement Negotiations
 - iii. Conceptual Development Plan and Environmental Assessment Process
 - iv. Design, Phasing, and Construction of Infrastructure and Vertical Development Process
8. Acceptance of Conditions. An acceptance of all rules and conditions specified in this RFQ, as evidenced by the respondent's completion of the attached certification form (Exhibit 3).

VI. Selection Process

1. Submittal Date and Location. Fifteen (15) hard copies and one electronic pdf copy of the SOQ are due at 4:00 PM on March 3, 2011. Responses must be delivered via mail or hand delivery to:
Jennifer Ott
Deputy City Manager
City of Alameda
2263 Santa Clara Avenue, Room 320
Alameda, CA 94501

Please contact Jennifer Ott at jott@ci.alameda.ca.us or (510) 747-4747 with any questions regarding this RFQ.
2. Review Process. Responses to the RFQ will be reviewed and evaluated by a team of staff according to the criteria outlined below. A short list of developers will be invited to participate in an interview. Based on the SOQ and interview, staff will recommend a preferred developer to the ARRA at the April 12, 2011 meeting. The ARRA may elect to postpone this date in order to solicit feedback from LBNL on the final selection process.
3. Selection Criteria. SOQs will be evaluated along with the results of the ARRA's due diligence and reference checks. More specifically, the criteria used to assist in the selection of a preferred developer will be:
 - Responsiveness to this RFQ
 - Evidence of relevant experience
 - Technical capability and relevant experience of the project management and consultant team
 - Evidence of financial resources
 - Innovative approaches to financing and public partnerships
 - In depth understanding of project
4. Interview Date. Staff is holding March 15, 2011 for interviews of the selected short list

Request for Qualifications for Developers for Lawrence Berkeley National Lab (LBNL) Second Campus at Alameda Point

of developers. To the extent possible, please reserve this date in the event your team is short-listed. The ARRA will make its formal response to the LBNL RFQ available to the short list of qualified developers.

VII. General Conditions

Any material clarifications or modifications to the RFQ or the selection process will be made in writing and provided to all respondents who provide written confirmation of their intent to submit to Jennifer Ott at the contact information provided above. It is the responsibility of the developers, prior to submitting a response to the RFQ, to ascertain if any notices, clarifications, addenda, or other communications to responders have been issued by the ARRA. Oral explanations or instructions from City staff, City officials, or consultants shall not be considered binding on the City.

Developers' responsiveness to all items in this RFQ will be taken as evidence of the developer's interest and commitment to the project. A failure to respond completely will be interpreted as a lack of full interest and commitment or a deficiency on the developer's part.

The ARRA reserves the right to:

- Modify or cancel the selection process or schedule at any time.
- Waive minor irregularities.
- Reject any and all responses to this RFQ and to seek new responses when it is in the best interest of the ARRA to do so.
- Seek clarification or additional information from respondents as it deems necessary to the evaluation of the response.
- Request any additional information or evidence from individual respondents, including but not limited to evidence of the developer's financial status.

- Judge the developer's written or oral representations as to their veracity, substance and relevance to proposed Second Campus development at Alameda Point, including seeking and evaluating independent information on any development team.
- Incorporate this RFQ and the selected team's response to this RFQ as a part of any formal agreement between the City and the developer.
- Modify the development opportunity available to potential developers.

All documents, conversations, correspondence, etc. between the ARRA and developers are public information subject to the laws and regulations that govern the ARRA, unless specifically identified otherwise.

All expenses related to any developer's response to this RFQ, or other expenses incurred during the period of time the selection process is underway, are the sole obligation and responsibility of that development team. The ARRA will not, directly or indirectly, assume responsibility for these costs. In addition, the ARRA shall not be liable for any real estate commissions or brokerage fees which may arise as a result of the developer selection process.

The respondent shall not offer any gratuities, favors, or anything of monetary value to any official, employee, or outside consultant associated with the development of the Second Campus at Alameda Point for purposes of influencing consideration of a response to this RFQ.

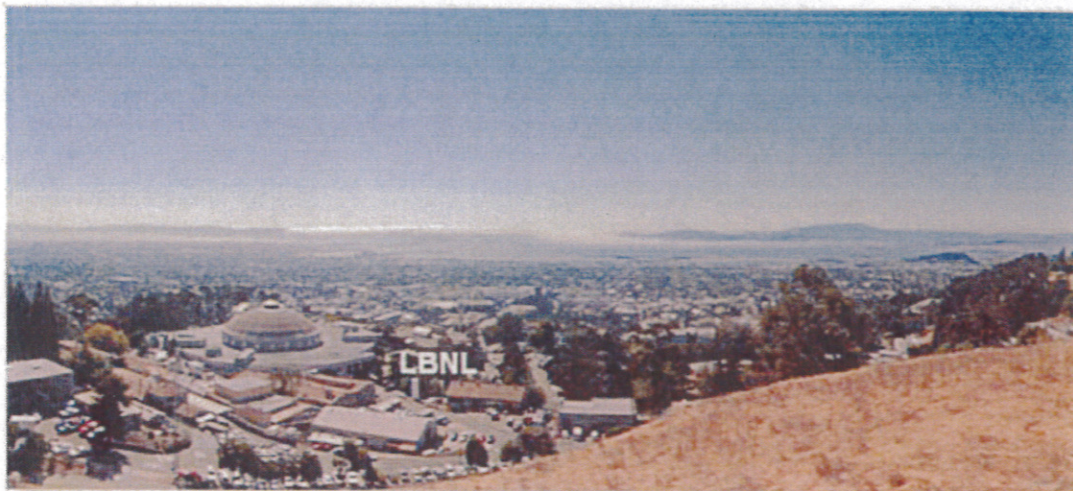
The ARRA makes no representations about the conditions of the site, including buildings, utilities, soils, or other surface or subsurface conditions. The respondent shall make its own conclusions concerning such conditions. Information provided in this RFQ made available on the website or on CD/DVD, or by ARRA staff, or consultants, is provided for the convenience of the responders

**Request for Qualifications for Developers
for Lawrence Berkeley National Lab (LBNL) Second Campus at Alameda Point**

only. The accuracy or completeness of this information is not warranted by the ARRA.

**REQUEST
FOR
QUALIFICATIONS
(RFQ) # 0103**

LBNL SECOND CAMPUS



**University of California
Lawrence Berkeley National Laboratory
1 Cyclotron Road
Berkeley, CA 94720-8288**

Contact: Ms. Laura B. Crosby

**Phone 510.495.2607
Email lbcrosby@lbl.gov**

<http://www.lbl.gov/Community/second-campus/>

ARTICLE 1. INTRODUCTION

The Regents of the University of California (University) manage Lawrence Berkeley National Laboratory (LBNL, Berkeley Lab, the Laboratory), a federally funded research and development center, under a prime contract with the US Department of Energy (DOE). Berkeley Lab conducts unclassified research across a wide range of disciplines to deliver science-based solutions to problems of national significance, with a strong emphasis on energy efficiency and carbon reduction. It employs approximately 4,200 scientists, engineers, support staff and students. Eleven scientists associated with Berkeley Lab have won the Nobel Prize. Approximately 280 LBNL scientists hold a joint appointment with a University of California campus.

Berkeley Lab's base budget for fiscal year 2010 was approximately \$718 million. A recent study estimates the Laboratory's overall economic impact on the nine San Francisco Bay Area counties to be nearly \$700 million annually. Technologies developed at Berkeley Lab have generated billions of dollars in revenues, and thousands of jobs. Savings as a result of Berkeley Lab developments in lighting and windows, and other energy-efficient technologies, are in the billions of dollars.

LBNL is located in the Berkeley hills, immediately adjacent to the campus of the University of California, Berkeley. The University seeks to develop a second LBNL campus with the potential for approximately 2 million gross square feet (GSF) of research and development facilities to accelerate its pace of innovation, technology transfer, and commercialization; creating high quality jobs in the process. The new campus would consolidate approximately 480,000 GSF of leased laboratory and office space in the first phase of development. Existing programs in leased facilities include Genomics, Life Sciences, and Physical Biosciences. The balance of the development capacity would allow for additional consolidation, growth of existing programs, new initiatives, and co-location with UC Berkeley, other UC programs, and complementary third-party R&D organizations.

The University is issuing this Request for Qualifications (RFQ) for the purpose of identifying a short list of sites that best meet the Site Attributes listed in Article 2. Accordingly, the University is requesting eligible organizations to submit a written response to this RFQ in accordance with the schedule defined in Article 6.

The University intends to identify several sites from the responses to this RFQ and enter into more detailed negotiations with the landowners and/or land representatives ("Respondents"). The results of these more detailed negotiations would be the final selection of a preferred site for the second campus. It is the University's expectation that all short listed Respondents will engage an entity with appropriate development experience to participate in the detailed negotiations and that the third party developer will construct the infrastructure and facilities. The University intends to finance the development of the site. However, the University will also consider third party financing, or a combination of public and private financing, if such financing would be more beneficial.

The University owns a 90+ acre property in Richmond which is generally referred to as the Richmond Field Station (RFS). RFS by and large meets the parameters of the Site Attributes. Respondents to this RFQ should know that the University may choose to site the second campus at RFS and will be evaluating potential sites relative to their ability to better meet the needs of the University and the DOE.

ARTICLE 2. SITE ATTRIBUTES

The University seeks to have the following attributes for its second campus, to the maximum extent practicable:

1. The site should allow for the development of a state-of-the-art facility with a beautiful environment that will be the location of choice for internationally recognized researchers. It should allow for sustainable land use and circulation patterns, maximizing density to reduce overall building footprints and conserve open space. The site should allow for the placement and massing of buildings to maximize shared views.
2. The location should be within an approximately 20 to 25-minute commute from the existing LBNL main entrance at Blackberry Gate.
3. The site should have development capacity for approximately 2 million gross square feet of laboratory, office, and support facilities.
4. The site should be able to accommodate future large-scale research activities, including potential structures approximately 3,000 feet in length.
5. The second campus should be located in a welcoming community with a positive civic expression of interest in development of the site and the resulting creation of high quality jobs.
6. The second campus should be located in a safe community to ensure that employees, visitors, and guests are safe when coming to/returning home from work.
7. The site should be readily accessible to a variety of modes of public transportation, inclusive of local buses, mass transit (BART, Amtrak, and AC Transit), and shuttle services. The site should allow for ADA accessible grade-level connections. The site should allow safe bicyclist access from a designated bike path such as the Bay Trail.
8. The site should be proximate to either existing or planned restaurants and cafes which offer a range in price and food types, preferably within walking distance. The site should be proximate to either existing or planned convenience stores, a post office, banks and/or ATMs, auto repair/gas stations, child care facilities, hotels, and motels. These establishments should be no more than a 10-minute commute. The site should be proximate to existing or planned publicly-accessed recreational facilities such as gymnasiums, health clubs, and outdoor fields.
9. The site should facilitate efficient constructability of facilities (buildings, parking structures, bridges, etc.), infrastructure development (roads, underground utilities, pedestrian walkways, etc.), and open space.
10. The site should allow for the development of sustainable land use and circulation patterns which maximize bicycle, pedestrian and shuttle services.
11. The site should allow for electrical, natural gas, and water utilities for the lowest possible cost.
12. The site should have, or it should be reasonably feasible to attain, unimpeded (not crossing public roads) access to public fiber optic paths (telephone, cable company or third party) and dual cable entrance facilities.
13. The site should require minimal or no environmental remediation or have a funded plan approved to address remediation. Any prior decontamination of the site should have been in accordance with state and federal requirements.

14. The area surrounding the site should provide adequate separation from sources of vibration (e.g. railways, freeways, etc.) or electromagnetic radiation (e.g. overhead transmission lines or power substation) and the potential research facilities areas.
15. The site should have minimal overdraft (groundwater depletion) and groundwater related subsidence. It should not be located in areas where there is the risk of flooding caused by storm-related events, potential dam failure, or coastal hazards (including sea water rise) that cannot be mitigated at a reasonable expense. If buildings exist on the site, they should include systems for appropriate storm water management and wastewater discharge related to existing aquifers, waterways, and storm water systems.
16. The site should have minimal occurrence of highly-compressible ground surface conditions (e.g. areas known or considered prone to liquefaction).
17. Any existing buildings that the Respondent proposes for use by LBNL must meet the current version of the University of California seismic requirements (or be rehabilitated to meet those requirements), which can be found at:
<http://www.ucop.edu/facil/resg/seismic-safety>

ARTICLE 3. CONTENT OF THE RESPONSE

Each response to the RFQ must include the following:

1. General
 - A. Include a cover letter identifying the Respondent's name and address, solicitation number and title, and the name(s), title(s), email address, and telephone number(s) of the individuals who have commitment authority on behalf of the site.
2. Summary Statement
 - A. Provide a statement of the key reasons why this site should be short-listed for further consideration as LBNL's second campus. - 1 page maximum
 - B. Provide a summary of the site's legal description, soil characteristics, environmental condition, utilities, sustainable elements, existing facilities and tenants, unusual costs associated with constructing facilities, developer /land owner attributes, entitlement, distance from LBNL, accessibility, local public transportation, service providers and amenities proximate to the site, neighborhood characteristics, and local attitude toward a project of this type and scale. - 2 page maximum
3. Developer / Land Owner attributes:
 - A. Provide a brief description of the Respondent's legal structure.
 - B. Provide a history of Respondent's business experience in California, the Bay Area, and the locality within which the proposed site exists.
Respondents are not expected to have a development team or partnership identified at this stage in the process. However, if such information is available please provide the following:
 - C. Describe the development partnership, if any, proposed for the project. Provide a description of the partnership skills, resources and, if the partnership has been formed, the terms of the partnership agreement.
 - D. Describe the Respondent's willingness and ability to finance the development of the second campus. Provide a history of the entity's financing experience for similar projects.

- E. Provide a copy of the Respondent's financial statements for the most recent three years. The University will treat any financial information in the response to this RFQ as proprietary.
4. Entitlement: *[Please note: The University is generally exempt from local jurisdictions having land use authority. If the land is controlled by UC, UC may entitle the development. Provide the following information for purposes of comparison and to understand local land use designations.]*
- A. Describe the current zoning of the site and the adjacent properties. Provide information with respect to anticipated future zoning changes, types of change and associated timeframes.
- B. Describe the development capacity under the current zoning and/or the anticipated zoning change(s). Provide massing studies if available, or otherwise describe potential development capacity up to 2 million square feet.
- C. Provide a listing of the local / state / federal authority approval(s) required for development of the site and describe the process necessary to obtain the approvals.
5. Physical Site Characteristics
- A. Legal Description
- i. Name of the site: Provide a common, recognizable name for the proposed second campus to which it will be referenced by the Respondent.
- ii. Size of the site: Provide the size of the site in gross and developable acreage with current land and property zoning requirements and restrictions for the parcel(s) and/or building(s).
- iii. Location, legal description: Provide the location of the site with the physical address inclusive of street name and number, city, municipality, zip code, and county. Provide the applicable parcel information, property vesting information, tax and assessment information, tract number, subdivision number, legal lot number, and document number.
- iv. Title: Provide a preliminary title commitment and access to all underlying title documents through an ftp (file transfer protocol to transfer data from one computer to another) website. If an entity other than the respondent controls portions of the site, describe the relationship to the respondent and method for securing fee simple title. Also provide information on any other unrecorded rights including leases that might affect development of the property.
- v. Title Transfer: Describe the method for transferring fee title of the site to the University (e.g. purchase of the entire site prior to construction, purchase upon completion of the first phase, lease purchase over time, or other method of transfer such as a gift) and the expected method for determining the purchase price (e.g. appraisal, negotiated price, dedication of land).
- B. Soil Characteristics (to the extent known)
- i. Groundwater level: Provide an assessment of the existing groundwater levels describing known aquifers, water cycles, overdraft (groundwater depletion), and groundwater related subsidence, and/or seawater intrusion. Provide a description of the known groundwater levels as they apply to the borders and site property lines.

- ii. Geotechnical reports: Provide a description of the existing geotechnical conditions including the terrain and prior known land use, general area geology, fault proximity, landslides, and other concerns such as sink hole, fracturing problems, and risk of liquefaction. Provide the key findings of any formal reports developed for the site and the web address of an ftp site where the full reports and files can be accessed.
 - iii. Vibration sources in vicinity: Describe existing vibration sources within the vicinity of the proposed site such as heavy vehicles on conventional pavement and existing rail systems.
 - iv. Constructability: Describe the average depth of bedrock throughout the site. Provide an assessment of constructability on the site with respect to excavation for foundations, underground utilities, subterranean parking structures, underground storage tanks and the like which references the U.S. Geological Survey map and map database for the Oakland metropolitan area, Alameda and Contra Costa counties.
- C. Environmental Contamination:
- i. Soil: Provide a description of previous removal or treatment of contaminated soils.
 - ii. Groundwater: Provide a description of previous removal or treatment of contaminated groundwater.
 - iii. Current / Prior regulatory status: Describe the current and prior regulatory status of the proposed site with regard to contaminated soil and groundwater.
 - iv. Environmental cleanup adjacent to the site: Describe the extent of past, current or future environmental cleanup measures for properties within 2,000 feet of the property boundary.
 - v. Environmental studies: Describe the environmental studies that have been and/or still need to be conducted for the site. Provide the key findings of any formal reports developed for the site and the web address of an ftp site where the full reports and files can be accessed.
- D. Site Constraints: Provide a map, or series of maps, of the site with the extent of all development constraints clearly outlined and color-coded.
- i. Soil contamination: Describe the extent of soil contamination (if any) on the proposed site and the clean up required.
 - ii. Groundwater contamination: Describe the extent of groundwater contamination on the proposed site and the clean up required.
 - iii. Setback: Describe any restrictions that inhibit development within a certain distance from the property border or other boundaries.
 - iv. Special purpose land use restrictions: Describe any restrictions that inhibit development within a certain area due to a special purpose designation (e.g. State Tidelands, wildlife refuge buffer, or public waterfront access).
 - v. Utilities Right-of-Ways: Describe any restrictions or easements that inhibit development within utilities right-of-ways. Describe any nearby electromagnetic radiation sources such as overhead transmission lines or power substations.
 - vi. Endangered species and protected habitats: Describe any restrictions that inhibit development within areas designated as protected habitats, wildlife habitats and

movement corridors (e.g. endangered domestic fish, wildlife, native plant species, riparian and wetland habitats).

- vii. Surface conditions: Describe any restrictions that inhibit development within areas where there is an occurrence of highly-compressible ground surface conditions (e.g. areas known or considered prone to liquefaction).
- viii. Municipality land use: Describe any land use constraints, zoning, development density, zoning floor area ratios (F.A.R.), perimeter open space or parcel size restrictions that may inhibit development of the site.
- ix. Historic designation: Describe any historical, institutional, or contractual constraints that may restrict development (e.g. National Register listing, city charter site planning provision, view corridors, designated architectural styles, circulation frameworks, street design and landscaping).
- x. Archeological assessment: Describe any archeological study areas with statutory protections that may inhibit development.
- xi. 100-Year flood hazards: Describe any areas evaluated by the Federal Emergency Management Agency (FEMA) program being designated as inundated by a 100-year flood. Describe the site's elevation, or range of elevations, above sea level.
- xii. Topographical: Describe any areas that significantly affect facility design (e.g. steep slopes, areas of bedrock, significant ridgelines, and projected sea level rise). Provide a topographical map with site boundaries clearly marked.
- xiii. Areas of Severe Fire Danger: Describe the prevailing wind patterns and any areas notable for being within severe fire areas.
- xiv. Fault zones: Describe any geologic constraints (e.g. landslides and active fault traces) that may restrict development of facilities.
- xv. Open space designation and land conservation: Describe any reserved undeveloped space or open space requirements that may restrict development of the site.
- xvi. Neighborhood interface: Describe any restrictions on development at the interface between the surrounding neighborhood and the site.

E. Utilities (Availability / Capacity / Source)

- i. Electricity Service Level: Describe the electrical service in both voltage and amperage capacity available on or to the site noting how much electrical service is readily available.
- ii. Natural Gas Capacity: Describe the natural gas capacity that is available at the site. Provide size of main and pressure.
- iii. Water: Describe the available water sources to the site; provide the size of the mains and available pressure.
- iv. Telecommunications: Describe the available telephone and networking infrastructures on or to the site and provide a list of telecommunications network system operators within proximity to the site.
- v. Storm and Sanitary Sewer: Describe the storm water and sanitary sewer utilities that currently serve the site. Describe control measures that are required for the proposed site and list known restrictions, including required hazardous control

measures. Provide information on the wastewater treatment plant(s) that serve the site.

F. Sustainable elements: Describe the available or potential renewable energy elements of the proposed site (solar, wind, geothermal, biomass). Address existing sustainable elements with regard to brownfield redevelopment, protection and/or restoration of habitat, or heat island effect and light pollution reduction strategies which are or may be employed.

G. Existing Facilities and Tenants:

- i. Provide a site plan to scale with locations of existing, above-ground pertinent features (e.g. buildings, major utilities sources). Provide a list of the existing buildings. Note year constructed, gross square footage, height, number of stories, type of construction, condition of the structure, foundations type & depth, and general condition. Describe current use (e.g. lab, office, warehouse, shop, retail, manufacturing, etc.).
- ii. Provide a list of the tenants in each existing building and information with respect to lease expiration, and any other relevant occupancy information (such as renewal options and first rights of refusal for purchase of the real estate).
- iii. Provide a plan to vacate existing buildings on the site inclusive of schedule and phasing of activities. Describe any costs associated with lease buy-out and relocation.
- iv. Provide a rough order-of-magnitude range of the cost associated with demolishing any existing structures inclusive of buildings, operational yards, and underground utilities and necessary abatement.

H. Unusual costs associated with constructing facilities at site:

- i. Describe site characteristics which will increase construction cost, e.g. substantial removal of industrial equipment; removal of decommissioned underground storage tanks; potential for archeological findings, etc.
- ii. Describe abnormal infrastructure costs that would be associated with the construction of roads, curbs, gutters, streets, sidewalks, drainage systems and utilities.
- iii. Describe attributes of existing buildings and/or infrastructure which can be reused or repurposed. Include age and condition of structure and/or equipment and provide a rough order-of-magnitude range of costs adequate for necessary refurbishment.
- iv. Provide a rough order-of-magnitude range of the costs associated with environmental cleanup to commercial standards as defined by regulatory agencies. Describe the scheduling and/or phasing of such activities.

6. Location Characteristics:

A. Distance from LBNL Blackberry Gate:

- i. Describe the distance and how it was measured from the proposed site to LBNL's main entrance at Blackberry Gate.
- ii. Describe average and peak commute times (and how measured) to the proposed site from LBNL's main entrance at Blackberry Gate (as shown in Article 16).

B. Access:

- i. Provide a description of the existing access conditions on and off the proposed site. Describe the main arteries and accessible routes and proximity to existing major streets, roadways or freeways and the potential impact that additional vehicles may pose on these infrastructures.

C. Public Transportation:

- i. Describe the current available modes of public transportation to and from the site as well as the proximity of access to these services. Include access to available parking facilities, local buses, mass transit (BART, Amtrak, and AC Transit) and/or available shuttle services. Describe routes of pedestrian access from these services.
- ii. Provide a description of additional public transportation planned for the site.
- iii. Provide a description of the pedestrian and bicycle routes to and from the site.

D. Amenities associated with, or proximate to, the site (existing and planned):

- i. Restaurants / Cafes: Describe the immediate and surrounding area food service operations and establishments available to the site. Provide the type, size, price range and hours of operation for these entities, as well as an approximate travel distance from the site.
- ii. Conference facilities: Describe the size of available conferencing facilities, type of services available, price range, and hours of operation for these entities, as well as an approximate travel distance from the site.
- iii. Retail stores: Describe the immediate and surrounding area retail establishments available to the site. Provide the type, size, price range, and hours of operation for these entities, as well as an approximate travel distance from the site.
- iv. Hotels: Describe the immediate and surrounding area hotels, motels, and extended-stay establishments available to the site. Provide the type, size, and price range, as well as an approximate travel distance from the site.
- v. Recreation facilities: Describe the immediate and surrounding area recreation facilities (both indoor and outdoor) available to the site. Provide the type, size, and applicable usage price range, as well as an approximate travel distance from the site.

E. Neighborhood Characteristics:

- i. Provide a description of the neighboring properties and associated land uses. Describe the residential, commercial, industrial, and historic characteristics of the surrounding properties.
- ii. Describe any current development in close proximity to the site which would be complementary to scientific research and development. Provide information as to size of the development and the types of buildings being developed.
- iii. Identify the types and frequency of crimes in the neighborhood or locality.
- iv. Describe any current or planned development in close proximity to the site which would be detrimental to scientific research and development. Provide information as to size of the development and types of buildings being developed. Describe

impacts on access, public transportation, amenities and the neighborhood that could affect the proposed site.

7. Local attitude toward a project of this type and scale:

- A. Describe the civic expression of interest in development of the site for the second campus.
- B. Describe the potential financial incentives that may be offered for selection of the site from the city, county, state, utilities, etc.
- C. Describe potential items that would be required for development of the site such as a fire station, utilities improvements, road improvements, open-space, Bay Trail development, etc.
- D. Include letters of support from local municipalities, development agencies, neighborhood groups, and commercial organizations.

ARTICLE 4. RFQ QUESTIONS

The University will respond to questions submitted in writing via email to Laura B. Crosby on or before **February 25, 2011** – at or before 5 PM (PST). Questions submitted after the stated date may not be answered.

Put RFQ # 0103 in the email subject line and send questions to:

lbcrosby@lbl.gov

Answers to questions that are germane to the interpretation of the University's requirements will be posted with other relevant information and documents on the following website:

<http://www.lbl.gov/Community/second-campus/>

ARTICLE 5. AMENDMENTS

If necessary, the University will provide supplementary information in amendment form with specific instructions. Amendments will be posted on the website listed in Article 4. Respondents are encouraged to check the website periodically to obtain any new postings.

ARTICLE 6. SUBMITTAL OF QUALIFICATIONS

Qualifications shall be submitted at or before 3:00 PM (PST) on March 4, 2011. Submit 4 printed copies and one set of electronic files via email, flash drive, or ftp site to the addresses listed below.

US Mail, Courier or Hand Delivery	Email
Lawrence Berkeley National Laboratory Procurement – Attn. Laura B. Crosby One Cyclotron Rd. – Mail Stop 76-225 Berkeley, CA 94720-8288	LBCrosby@lbl.gov

Respondents are responsible for assuring that qualifications are received in accordance with the submittal requirements. If the qualifications are to be delivered in person, call or email **Laura Crosby** (ph. 510.495.2607 – lbcrosby@lbl.gov) on the day before the due date to arrange a gate pass. There will be no public opening of qualifications and the identity of Respondents will remain confidential until the short list of sites has been established.

Acceptance of late responses will be at the University's sole discretion. The University reserves the right to reject any and all responses, to waive any minor irregularities in any response, and to cancel this RFQ at any time without cost to the University.

The University will not reimburse any Respondent or be liable for the cost of preparing and responding to this RFQ.

ARTICLE 7. PROPRIETARY INFORMATION

The University will treat any commercial or financial information in the response to this RFQ as proprietary. The University prefers not to receive proprietary technical information. If the proposal includes any proprietary technical information, it must be marked "Proprietary" or equivalent. The University will use its reasonable efforts to (1) maintain such proprietary information in confidence, giving it the same degree of care, but no less than a reasonable degree of care, as it exercises with its own proprietary information to prevent its unauthorized disclosure; and (2) only disclose such proprietary information to its employees, agents, consultants, subcontractors or Government personnel who have a need to know in order to achieve the goals stated within this RFQ.

ARTICLE 8. BASIS FOR QUALIFICATION

The University intends to short-list potential sites with the combination of features and attributes that offer the best overall second campus location. The University will evaluate each response based on the information provided, the University's own experience, and/or information from public sources. The qualification criteria the University will use to evaluate sites include the following factors (not listed in order of importance):

1. Location and proximity to LBNL
2. Development capacity
3. Ability to provide a workplace environment which would facilitate world class research
4. Compatible surrounding neighborhoods
5. Environmental site constraints associated with development of the site
6. Public transportation accessibility
7. Proximity to amenities that enhance the workplace environment
8. Community support for the proposed development
9. Sustainable development potential
10. Existing and potential utilities capacity and the ability to secure low-cost utility service
11. Existing buildings potential for adaptive reuse
12. Ability to develop the site in a timely manner
13. Unusual costs associated with development of the site
14. Impact of other development(s) in the surrounding neighborhoods

ARTICLE 9. REQUIREMENTS AFTER RESPONSE

The Respondents may be required to submit additional information which allows the University to make a more informed decision about placing the site on the short list. Following submittal of qualifications, some or all Respondents may be required to provide this additional information in one or all of the following ways:

1. Respond to requests for clarifications
2. Submit additional information upon request
3. Make a presentation and provide immediate responses to questions

ARTICLE 10. FUNDING

Funding for the development of the second campus will be identified following the identification of a preferred site.

ARTICLE 11. APPROXIMATE SCHEDULE

The University anticipates establishing a short list of the most suitable sites by April 2011. An approximate schedule for the project is shown in the following table. The schedule is preliminary and subject to change, depending on the outcome of each project phase.

Project Phase	Begin	End
Issue and Response to RFQ	January 3, 2011	March 4, 2011
Site Selection – Short List by University	March 2011	April 2011
Site Selection – Detailed Negotiations	April 2011	June 2011
Select Preferred Site	June 2011	June 2011
Preliminary Development Agreement	July 2011	September 2011
Conceptual Development Plan	September 2011	June 2012
Environmental Assessment	November 2011	November 2012
University and DOE Approvals	October 2012	November 2012
Design	July 2012	June 2013
Construction	July 2013	October 2015
Occupancy	December 2015	

ARTICLE 12. RESERVATION OF RIGHTS

The University reserves the right to enter into discussion with any Respondent on any aspect of this RFQ. The University further reserves the right to request additional information or clarification from any Respondent as necessary. The expected result of this RFQ is identification of a short list of sites for further evaluation. The University does not anticipate entering into a contract as a result of this RFQ.

By participation in this RFQ process, the Respondent agrees to hold harmless the University, its officers, employees, student and consultants from all claims, liabilities and costs related to all aspects of the selection process.

The University reserves the right, in its sole and absolute discretion, to discuss the requirements of this RFQ or any element of a response to this RFQ with any entity. If the University elects to enter into such discussions with any entity, the University shall have no obligation to give notice to any other entity of the fact or content of such discussions.

ARTICLE 13. REAL ESTATE BROKER/AGENT REPRESENTATION

The University is not represented by any real estate broker and/or agent. Any agent, broker or other support used in responding to this RFQ shall be payable by the Respondent.

ARTICLE 14. PREFERRED SITE IDENTIFICATION

The University will conduct a more comprehensive review of each site selected for the short list in order to identify a preferred site. Short listed sites without a development partner will have the opportunity to assemble their development team in order to conduct detailed negotiations. The Respondents for each of the short-listed sites will be required to submit detailed information that will allow the University to make a preferred site selection based substantially on the following factors:

1. Location
2. Ability to meet mission objectives
3. Schedule
4. Initial and Life-cycle cost
5. Risks
6. Potential for environmental impacts
7. Respondent's experience and past development performance.

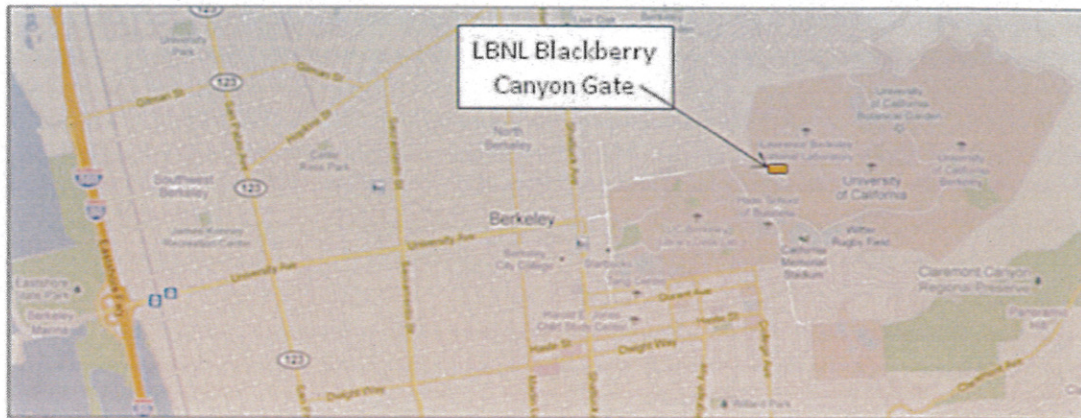
It is expected that additional factors may also be considered. The University reserves the right to negotiate with any one or more Respondent upon terms that may differ from the terms and conditions originally solicited or offered. The Department of Energy and the Regents of the University of California must approve the University's execution of any transaction related to the second campus

ARTICLE 15. ENVIRONMENTAL ASSESSMENT

This RFQ, the identification of a short list of sites, and the identification of a preferred site are not actions that trigger environmental review pursuant to the California Environmental Quality Act (CEQA) or the National Environmental Policy Act (NEPA). Appropriate environmental assessments will be completed prior to UC and DOE approvals.

ARTICLE 16. LBNL BLACKBERRY CANYON GATE LOCATION

The map shown below highlights the location of the Blackberry Canyon Gate main entrance to LBNL. Driving times to the proposed site should be measured from this location. The gate is on Cyclotron Road, which turns into Hearst Avenue on the north side of the UC, Berkeley campus.



END OF RFQ# 0103



Proposed Site

N
0 200 400 600 800
26 JANUARY 2011

LBNL Second Campus
Alameda Point | City of Alameda, CA

Exhibit 3

Acceptance of Conditions
Certification Form

Statement of Qualifications for
Developers for Lawrence Berkeley National Lab
Second Campus for Alameda Point

Proposer's Certification

I have carefully examined the Request for Qualifications and any other documents accompanying or made a part of the Request for Qualifications.

I have agreed to abide by all conditions of this proposal.

I certify that all information contained in this proposal is truthful to the best of my knowledge and belief. I further certify that I am duly authorized to submit this proposal on behalf of the vendor/contractor as its act and deed and that the vendor/contractor is ready, willing, and able to perform if awarded the contract.

I further certify that this proposal is made without prior understanding, agreement, connection, discussion, or collusion with any other person, firm or corporation submitting Statements of Qualification for the same product or service; no officer, employee or agent of the Alameda Reuse and Redevelopment Authority or of any other proposer interested in said proposal; and that the undersigned executed this Proposer's Certification with full knowledge and understanding of the matters therein contained and was duly authorized to do so.

SIGNATURE

NAME OF BUSINESS, TYPED OR PRINTED

NAME & TITLE

ADDRESS

CITY/STATE/ZIP CODE

PHONE

LETTER OF UNDERSTANDING BETWEEN ARRA AND ALAMEDA POINT LAB PARTNERS TO COLLABORATE
TO ATTRACT LBNL SECOND CAMPUS TO ALAMEDA POINT

This Letter of Understanding ("Letter") is entered into this 17th day of May 2011 ("Agreement Date") by and between the Alameda Reuse and Redevelopment Authority, a joint powers authority created and existing under the laws of the State of California ("ARRA"), and Alameda Point Lab Partners LLC, a California corporation ("Developer"). ARRA and Developer are collectively referred to as the "Parties."

RECITALS

WHEREAS, the University of California issued a Request for Qualifications for the siting of a Lawrence Berkeley National Laboratory ("LBNL") second campus ("Lab Second Campus"); and

WHEREAS, the ARRA submitted a Statement of Qualifications on March 4, 2011, to the University of California for purposes of attracting the Lab Second Campus; and

WHEREAS, ARRA issued a Request for Qualifications for developers to select an experienced developer to collaborate in the event Alameda Point was short-listed; and

WHEREAS, on May 10, 2011, Alameda Point was selected by the University of California for the short list; and ARRA selected Developer to collaborate with ARRA; and

WHEREAS, ARRA desires to collaborate with Developer to attract the Lab Second Campus.

In consideration of the mutual covenants contained herein, ARRA and Developer agree as follows:

1. ARRA and Developer shall collaborate exclusively through the completion of LBNL's Lab Second Campus selection process for the purpose of planning and promoting the selection of Alameda Point for the Lab Second Campus. Developer agrees that during the period of this collaboration, it shall not participate in or support any other proposal that is competing with Alameda Point for the Lab Second Campus. Each party shall bear its own costs in the collaborative process. Developer shall bear all its own costs, including but not limited to design, legal, and marketing costs associated with the efforts to attract the Lab Second Campus. Developer acknowledges and agrees that it may incur significant costs and it shall proceed at its sole risk and without the right to reimbursement regardless of whether Alameda Point is selected for the Lab Second Campus. In no event is ARRA obligated to bear the costs incurred by Developer. Developer waives any claim for reimbursement of costs including but not limited to any claim for damages, promissory estoppel, restitution, unjust enrichment or quantum meruit. ARRA acknowledges that all written work product (including but not limited to studies and reports) created by Developer and its consultants in pursuit of the Lab Second Campus is owned by Developer to the extent such material was created by Developer and its consultants. ARRA will retain rights to use any data, studies, reports and work product that has been or will be created by ARRA or ARRA's consultants or third parties (to the extent not paid for by Developer), even if incorporated into the written work product of Developer or Developer's consultants.

2. The Parties acknowledge that no plan or entitlements have been approved for Alameda Point. By executing this Letter, ARRA is not committing itself to, or agreeing to undertake any: 1) Exchange or transfer of land; 2) Disposition of land to the Developer; or 3) other acts or activities requiring the subsequent independent exercise of discretion by the ARRA, CIC or City. This Letter does not constitute a disposition or exchange of property by ARRA, City or CIC.

3. This Letter shall be governed by and construed in accordance with the laws of the State of California. This Letter contains the entire agreement between the Parties regarding collaborating to attract the Lab to Alameda Point. This Letter, including any provision for extending the period of collaboration, may be modified only by written agreement signed by the parties hereto. In no event shall this Letter be modified orally by any employee or official of ARRA, City or CIC.

4. This agreement shall terminate upon LBNL's selection of another location besides Alameda Point for its Lab Second Campus. If Alameda Point is selected as the location for the Lab Second Campus, then the Parties shall negotiate in good faith an Exclusive Negotiating Agreement governing their relationship post-selection.

IN WITNESS THEREOF, the Parties, who have had the opportunity to consult with their attorneys with respect hereto and who fully and completely understand the terms and provisions hereof, have executed this Letter as of the Agreement Date. The effective date of this Letter shall be the Agreement Date.

DEVELOPER

ALAMEDA REUSE AND REDEVELOPMENT AUTHORITY

By:

Lisa Goldman

Title:

Acting Executive Director

Approved as to form:

By:

Donna Mooney

Title:

Acting General Counsel